

MCIMETRO DALLAS

MCImetro operates a SONET network in downtown Dallas. MCImetro's Dallas network consists of two primary distribution rings. MCImetro indicates that its network currently reaches approximately 25 downtown buildings. MCImetro anticipates expanding its downtown SONET ring to suburban Dallas once it begins offering local dial-tone services.

MCImetro currently offers dedicated services and indicates that it has installed a Nortel central office switch and plans to provide local switched services by third quarter, 1997.

ACSI FORT WORTH

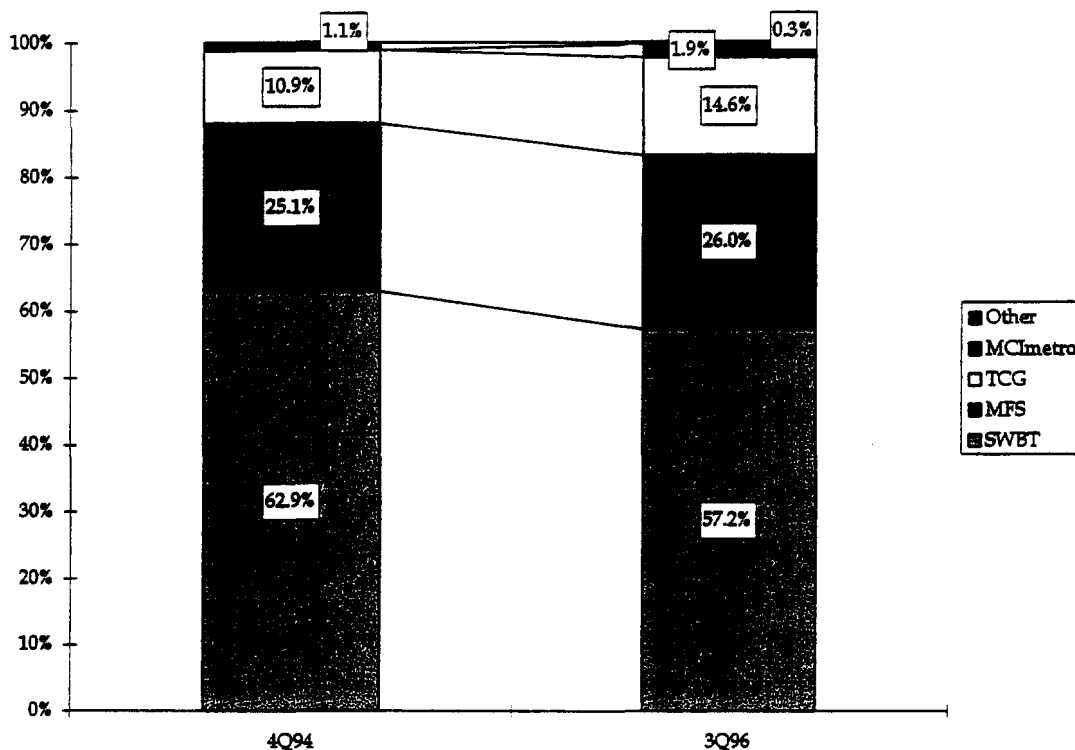
ACSI completed construction of a small SONET loop in downtown Fort Worth during the third quarter of 1996. ACSI's Fort Worth network currently serves downtown Fort Worth, mid-city Fort Worth, and Irving. ACSI plans to eventually expand its Fort Worth network to serve Dallas, but no time frame has been established. In the meantime, ACSI has initiated an expansion in the Las Colinas area. In addition, ACSI began constructing a fiber spur to service the northern communities of Alliance and Westlake.

ACSI currently only offers dedicated services, but plans to offer local dial tone, ISDN, Centrex, DOD, and other data transmission services by December, 1996.

TOTAL END USER HICAP SHARE

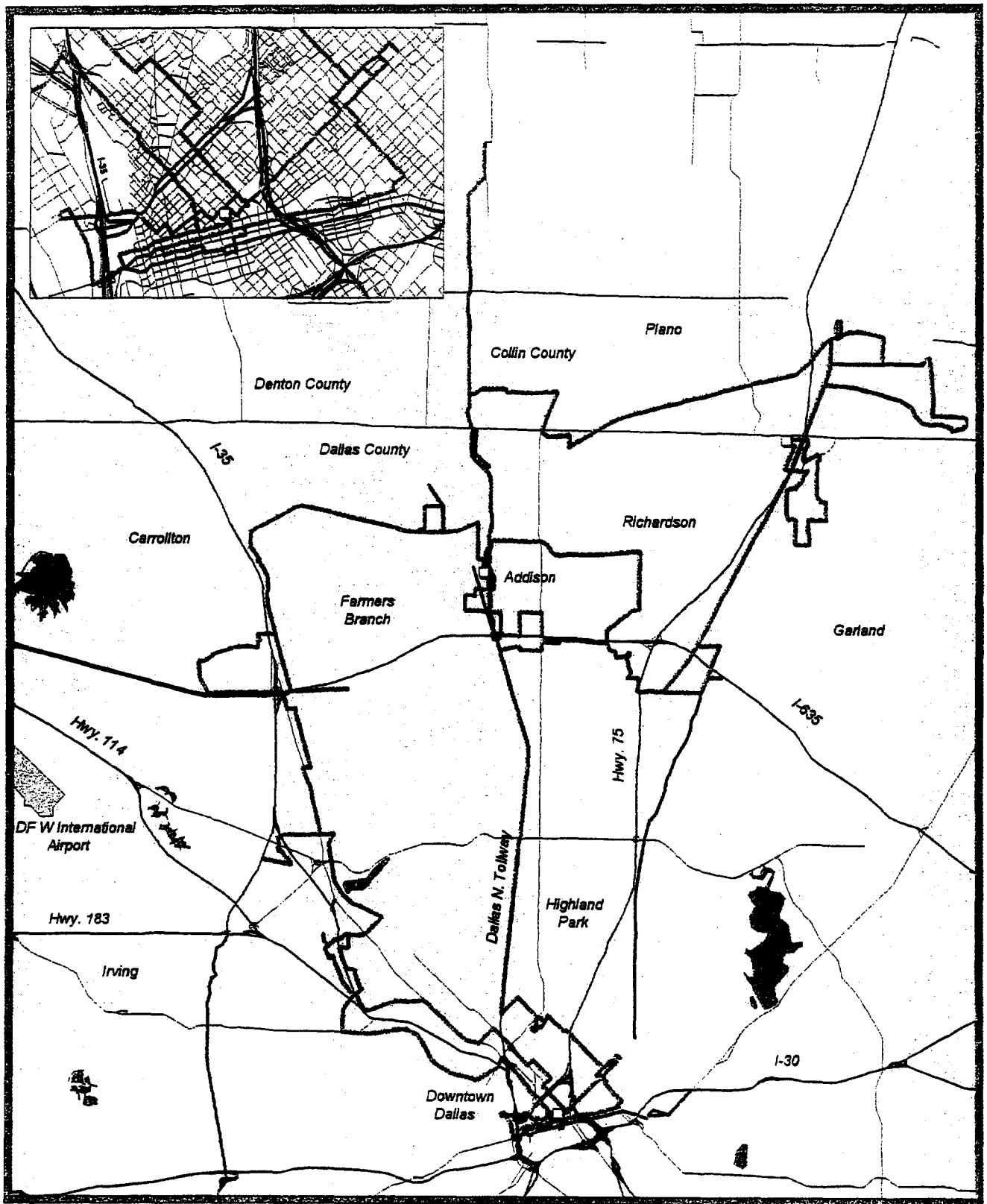
DALLAS

3Q96



Source: QUALITY STRATEGIES, Washington, D.C.
 95% confidence interval with a $\pm 5\%$ margin of error
 FOR SOUTHWESTERN BELL USE ONLY

	4Q94	3Q96
SWBT	62.9%	57.2%
MFS	25.1%	26.0%
TCG	10.9%	14.6%
MCI metro	0.0%	1.9%
Other	1.1%	0.3%
Total	100.0%	100.0%



└─ MFS NODE LOCATION



Greater Dallas Network

One Dallas Centre
350 North St. Paul
Suite 2950
Dallas, TX 75201
214-880-0225

HOUSTON

MFS HOUSTON

NETWORK OVERVIEW

MFS operates a 100% SONET fiber optic network in the Houston metropolitan area. The MFS Houston network extends approximately 232 route miles throughout downtown Houston and the following major metropolitan areas:

- Galleria District
- I-10 West area
- Westchase
- Ellington Air Force Base
- La Porte
- Greenspoint
- Energy Corridor
- Hobby Airport
- Houston Intercontinental Airport

MFS Houston network equipment is housed in four nodes or major equipment sites dispersed throughout the network. MFS installed an Ericsson AXE central office switch at the 1 Dallas Center Building (305 St. Paul Street) and plans to begin offering local switched services in May, 1997.

EXPANSION PLANS

MFS indicates that it will begin an expansion project to provide service to several businesses in the Johnson Space Center area. The Johnson Space Center project will add approximately ten route miles and connect an additional seven buildings. MFS anticipates completing the fiber spur by second quarter, 1997.

PRODUCTS AND SERVICES OFFERED

- DS-0
- DS-3
- E1
- DS-1
- OC-n (up to OC-48)

See the MFS Houston network map on page 42. See the MFS Houston building list on page 43.

TCG HOUSTON

NETWORK OVERVIEW

TCG has been operating as a CAP in Houston for more than six years. The TCG network began as a seven route mile fiber ring in downtown Houston and has expanded to over 440 route miles of fiber optic cable throughout the Houston metropolitan area. TCG's fiber backbone is 100% SONET and operates at speeds up to OC-48. The TCG Houston network backbone is comprised of a combination of aerial and buried cable.

The TCG Houston network provides service to the following metropolitan areas of Houston:

- Downtown Houston
- Westchase
- Energy Corridor
- Galleria
- BrookHollow
- Greenspoint
- Westchase
- Greenway Plaza

TCG installed a Nortel DMS-100 central office switch and is currently offering local service. The switch is located in downtown Houston at 1301 Fannin Street.

EXPANSION PLANS

TCG has initiated construction on a fiber spur expanding north to Jersey Village. The spur will tie into the TCG Houston network at Gessner Road. TCG indicates that the Jersey Village spur will connect approximately seven buildings and anticipates completing construction by second quarter, 1997. In addition, TCG is expanding its network eastward on Rte. 8 to the Aldine area. TCG estimates that the Adeline spur will be complete by first quarter, 1997.

PRODUCTS AND SERVICES OFFERED

- DS-0
- DS-3
- E1
- Centrex
- PBX
- Calling card
- Directory assistance
- Frame relay
- DS-1
- Omnilink OC-n (up to OC-48)
- Basic business lines
- Long distance
- IntraLATA toll
- Voice mail
- Operator assistance
- Internet (planned for 2Q97)

See the TCG building list on page 45.

TIME WARNER HOUSTON

NETWORK OVERVIEW

The Time Warner network in Houston consists of approximately 350 route miles of fiber optic cable. The Time Warner Houston network serves the majority of metropolitan Houston including the following communities:

- Downtown Houston
- Missouri City
- Stafford
- Sugar Land
- Houston Intercontinental Airport

The Time Warner Houston network backbone operates at OC-48 speed and consists of 21 small SONET distribution rings. The Time Warner Houston network connects 36 buildings in metropolitan Houston. Of these, 17 buildings are active, and five others are potentially active within five days.

EXPANSION PLANS

Time Warner Houston has not announced specific expansion plans for 1997. However, Time Warner sales representatives indicate that Time Warner anticipates having over 50 on-net buildings in metropolitan Houston by the second quarter, 1997.

PRODUCTS AND SERVICES OFFERED

- DS-0
- DS-1
- PBX
- IntraLATA toll
- Calling card
- Voice mail
- Directory assistance
- Operator assistance
- 10 megabit switched service

See the Time Warner Houston network map on page 52. See the partial Time Warner Houston building list on page 53.

MCIMETRO HOUSTON

MCImetro has constructed a SONET network which services metropolitan Houston. MCI local services sales representatives indicate that the MCImetro Houston network services the following areas:

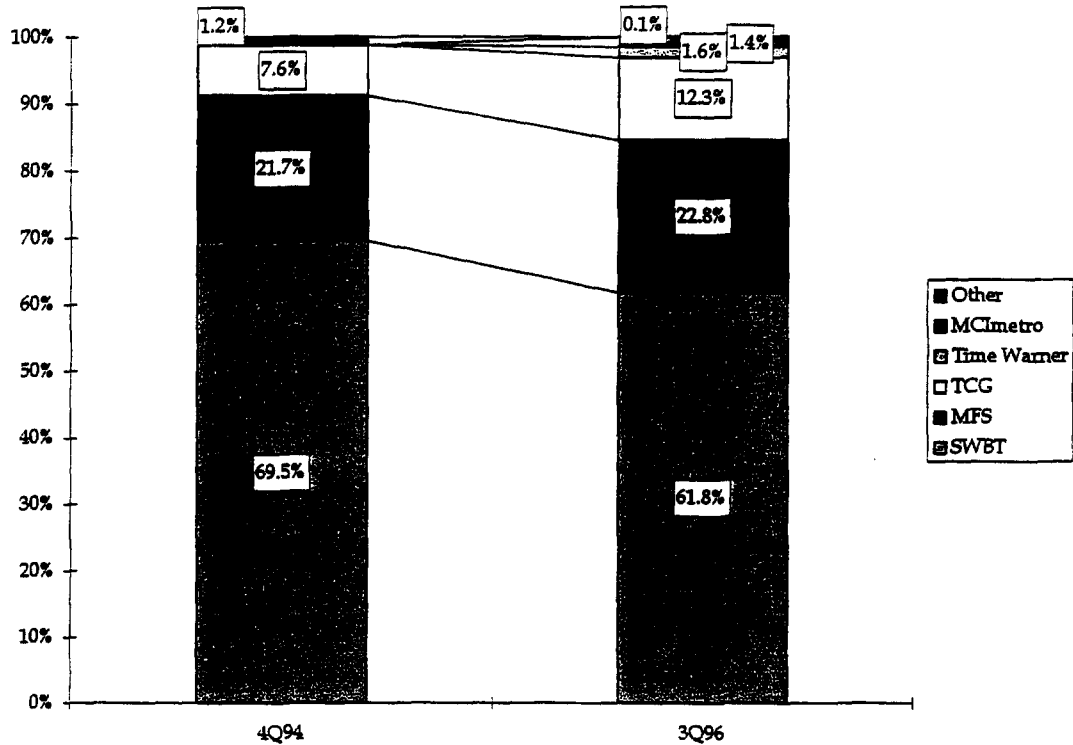
- Downtown Houston
- Galleria District
- Energy Corridor

MCImetro indicates that its network passes approximately 70 buildings in the metropolitan Houston area. MCImetro Houston has installed a Nortel central office switch and plans to provide local switched services by third quarter, 1997.

TOTAL END USER HICAP SHARE

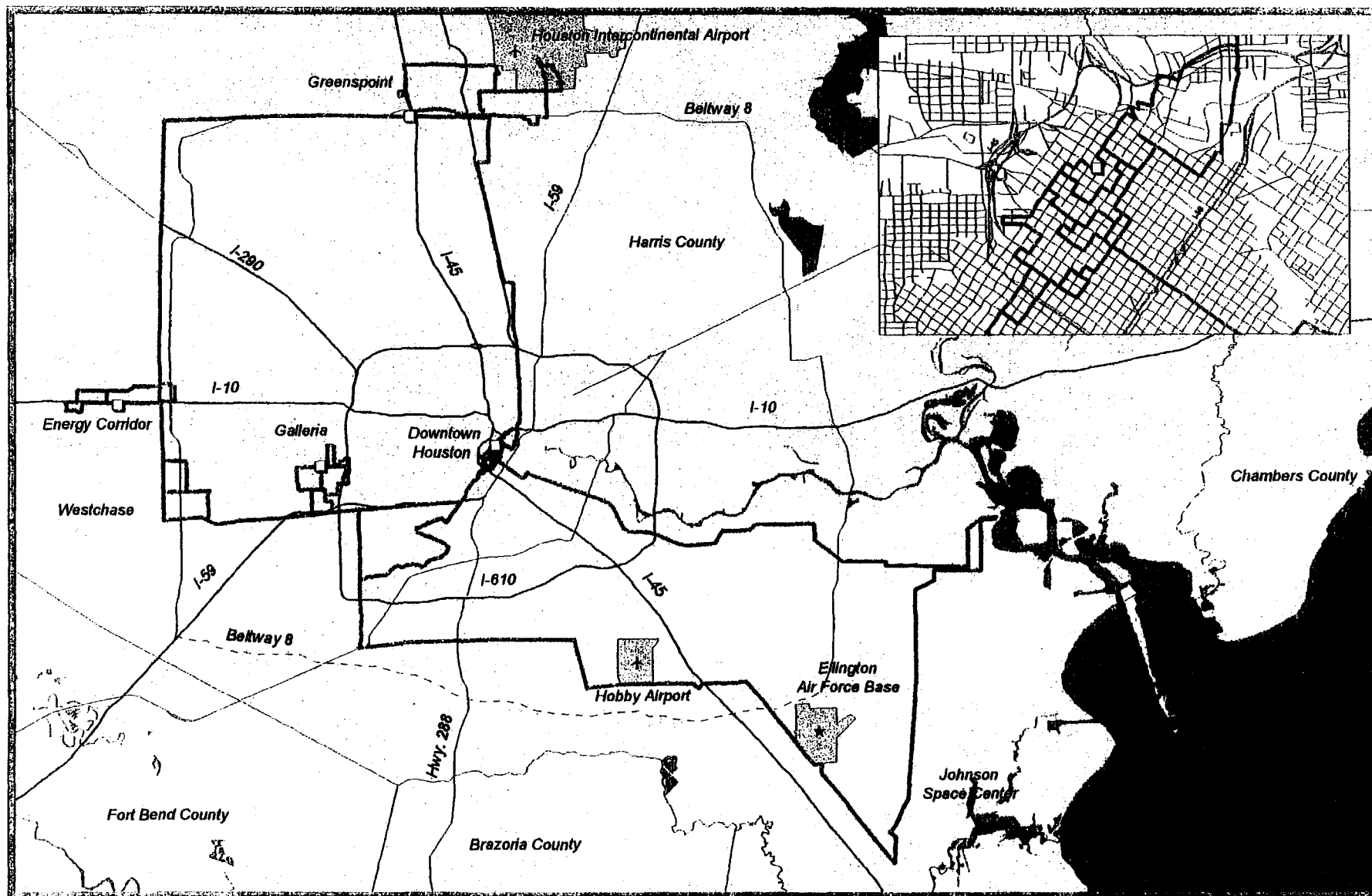
HOUSTON

3Q96



Source: QUALITY STRATEGIES, Washington, D.C.
 95% confidence interval with a $\pm 5\%$ margin of error
 For Southwestern Bell Use Only

	4Q94	3Q96
SWBT	69.5%	61.8%
MFS	21.7%	22.8%
TCG	7.6%	12.3%
Time Warner	0.0%	1.6%
MCImetro	0.0%	1.4%
Other	1.2%	0.1%
Total	100.0%	100.0%



MFS NODE LOCATION

Greater Houston Network

MFS TELECOM, INC.

600 Travis Street
Suite 1950
Houston, Texas 77002
713-236-9637

ST. LOUIS

MFS ST. LOUIS

NETWORK OVERVIEW

MFS operates an 80 route mile 100% SONET network in St. Louis. MFS indicates that the network backbone is comprised of 100% fiber protected in underground conduit space. The MFS St. Louis network services the following areas:

- Downtown St. Louis
- Creve Coeur
- Bridgeton
- Midtown
- Maryland Heights
- Westport

The MFS St. Louis network connects approximately 50 buildings. MFS installed an Ericsson AXE located at 11636 Lackland and plans to offer local switched services by December, 1996. MFS uses a Cascade 9000 for its frame relay service and a GDC switch to provide its ATM service. MFS is collocated with Southwestern Bell at five locations in St. Louis.

EXPANSION PLANS

MFS intends to expand its network into the following areas of St. Louis:

- St. Charles
- St. Peters
- Harvester
- University of Missouri Research Park

MFS intends to provide service in each of these areas by fourth quarter, 1997.

PRODUCTS AND SERVICES

MFS offers the following line of dedicated and switched telephony products, data products and services.

- DS-0
- DS-3
- E1
- Centrex
- Long-distance
- Calling card
- Directory assistance
- Frame relay
- DS-1
- OC-n (up to OC-48)
- Basic business lines
- PBX
- IntraLATA toll
- Voice mail
- Operator assistance
- ATM

See the MFS St. Louis network maps on pages 67 and 68. See the MFS St. Louis building list on page 69.

TCG ST. LOUIS

NETWORK OVERVIEW

The TCG St. Louis network has approximately 145 route miles of fiber. The TCG St. Louis network consists of 10 self-healing SONET rings. The TCG network currently serves the following areas:

- Downtown St. Louis
- University City
- Creve Coeur
- Jennings
- St. Peters
- Clayton
- Lamber-St. Louis International
- Overland
- Chesterfield
- St. Charles

EXPANSION PLANS

In 1997, TCG will expand its St. Louis network northward to Florissant. The Florissant project will add an additional eight to ten buildings to the TCG St. Louis network.

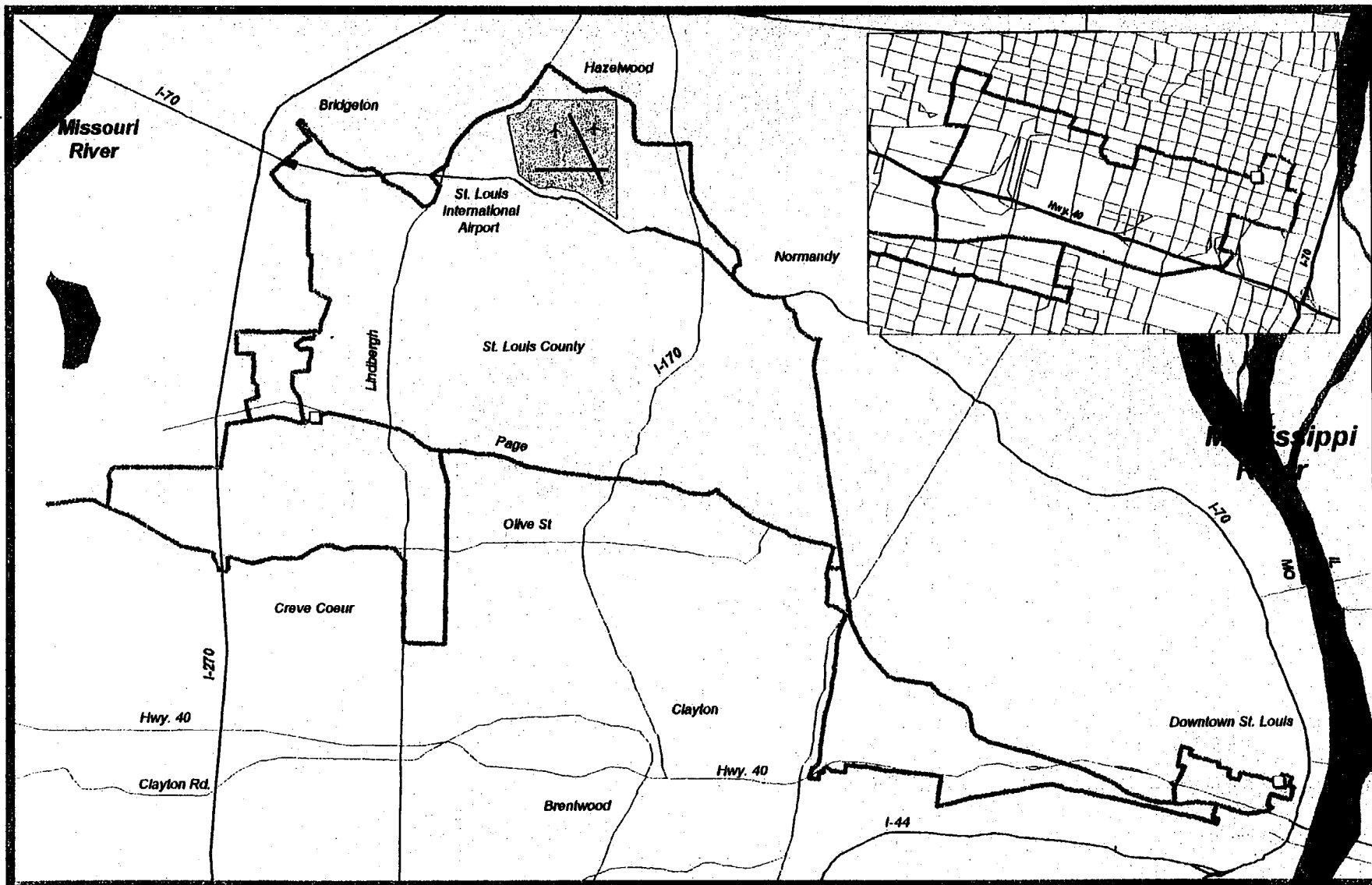
In addition, TCG plans to connect the St. Charles County and Chesterfield routes. TCG anticipates completing the project by third quarter, 1997.

PRODUCTS AND SERVICES OFFERED

TCG St. Louis offers a full array of dedicated and switched products, including the following:

- DS-0
- DS-3
- E1
- Centrex
- IntraLATA toll
- Voice mail
- Operator assistance
- Internet (planned for 2Q97)
- ISDN (planned for 2Q97)
- DS-1
- Omnilink OC-n (up to OC-48)
- basic business lines
- PBX
- Calling card
- Directory assistance
- Frame relay
- ATM

See the TCG St. Louis network map on page 71. See the TCG St. Louis building list on page 72.



└ MFS NODE LOCATION



Greater St. Louis Network

11636 Lackland Road
St. Louis, MO 63146
314-692-4500

KANSAS CITY

TIME WARNER/KANSAS CITY FIBERNET

NETWORK OVERVIEW

Time Warner (Kansas City Fibernet) operates a 100% SONET network the Kansas City metropolitan area that cost approximately \$3 million to develop. The Kansas City Fibernet network extends more than over 600 route miles to the following areas of Kansas City:

- Downtown Kansas City
- Gladstone
- Lenexa
- North Kansas City
- Parkville
- Overland Park

EXPANSION PLANS

Kansas City Fibernet plans to construct an additional SONET ring in the College Boulevard corridor. Kansas City Fibernet anticipates that construction will be complete by the third quarter, 1997.

PRODUCTS AND SERVICES OFFERED

- DS-0
- DS-3
- Calling card
- Frame relay
- DS-1
- OC-n (up to OC-48)
- Voice mail
- IntraLATA toll calling

See the Time Warner/Kansas City Fibernet network map on page 86.

BROOKS FIBER KANSAS CITY

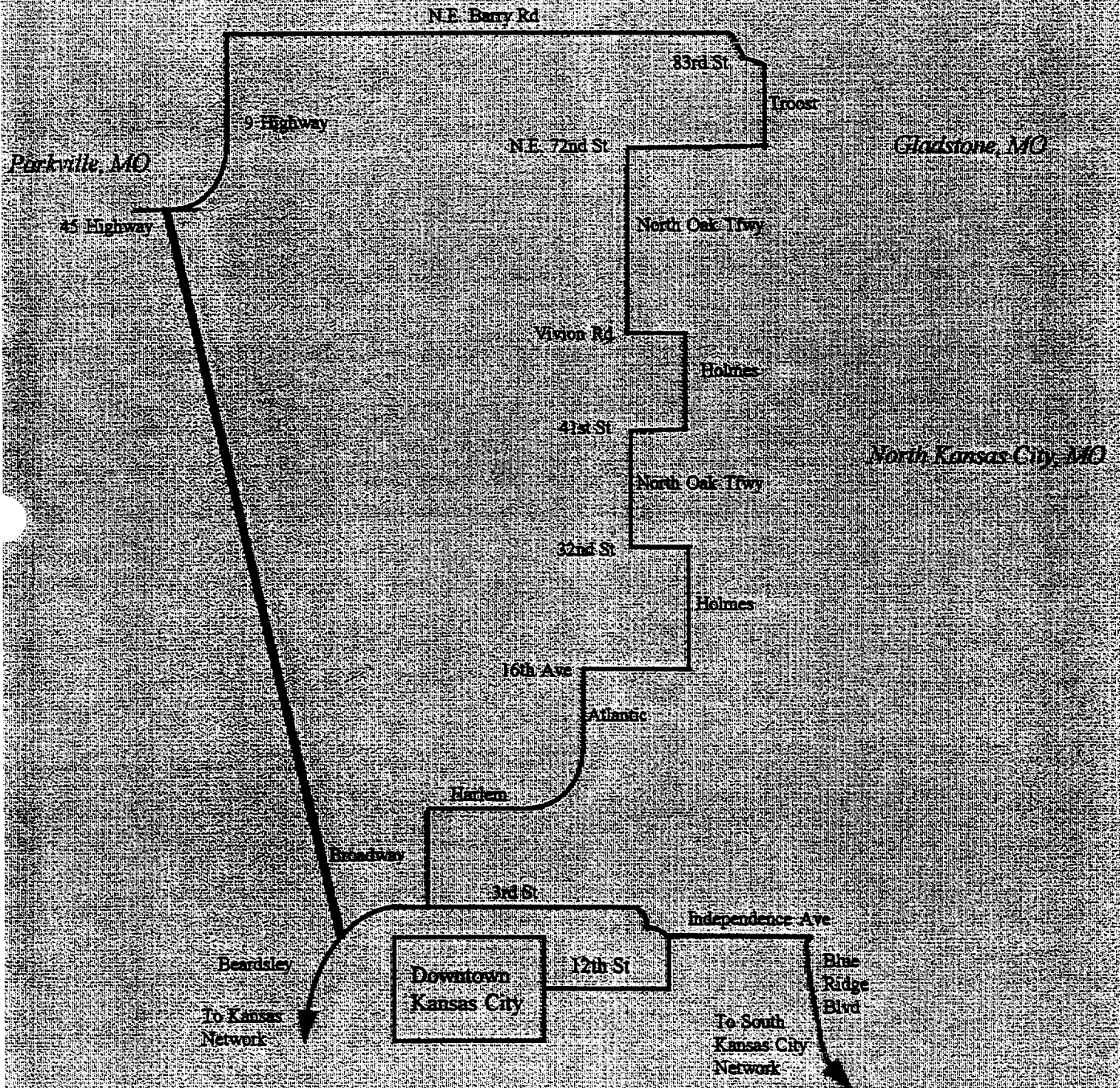
NETWORK OVERVIEW

Brooks Fiber is constructing a network in Kansas and, according to sales and management personnel, has invested more than \$40 million. The Brooks Fiber network consists of two SONET rings spanning approximately 52 route miles including downtown Kansas City and Southwestern suburban areas. Brooks network connects with AT&T, Sprint, MCI, and six Southwestern Bell central offices. Brooks is currently installing a Lucent 5ESS central office switch.

PRODUCTS AND SERVICES OFFERED

Brooks Kansas City planned services include local dial tone, dedicated services (DS-0, DS-1, DS-3), centrex systems, video conferencing, distance learning, and telemedicine applications, high speed data transmission (including high speed Internet access), and 800 and 900 number services.

North Kansas City Network



Existing Route
Planned Route

SELECTED CAP PROMOTIONS

MFS